

**ATLANTIC
COMMERCIAL
COMPANY
LIMITED**

**ANNUAL REPORT
2013-2014**

BOARD OF DIRECTORS

Mr. Ashok Kumar Aggarwal
Mr. Narendra Kishore Gaur
Mr. Shyam Sunder Gupta
Mrs. Priya Dhingra

COMPANY SECRETARY

Mrs. Olive Pamela Kumar

AUDITORS

Grewal & Singh
Chartered Accountants
New Delhi

REGISTERED OFFICE

606, 6th Floor, Vikrant Tower,
4, Rajendra Place,
New Delhi - 110008

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 29th Annual General Meeting of the Company will be held on Tuesday, September 30, 2014 at 11.00 A.M. at 606, 6th Floor, Vikrant Tower, 4, Rajendra Place, New Delhi - 110008 for transacting the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2014 including audited Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Ashok Kumar Aggarwal, (holding DIN 02080657), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint the Auditors of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, M/s Grewal & Singh, Chartered Accountants, New Delhi (Registration no: 012322N), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Audit Committee of the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force and clause 49 of the listing agreement, Mr. Shyam Sunder Gupta (holding DIN 06428473), whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a

member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from September 30, 2014.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force and clause 49 of the listing agreement, Mrs. Priya Dhingra (holding DIN 06862847), who was appointed as an Additional Director pursuant to provisions of section 161(1) of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from September 30, 2014.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the following Articles of the existing Articles of Association of the Company be and are hereby altered in the following manner:

- i. By adding new Article 63A immediately after the existing Article 63 of the Articles of Association of the Company as under:

New Article Number	Details of New Article
63A	The Board of Directors may from time to time, appoint/re-appoint an individual as Chairman of the Company as well as Managing Director or Chief Executive of the Company.

- ii. By substituting the existing Article 109 and Article 89(4) of the Articles of Association of the Company with the new Article 109 and Article 89(4) as under:

New Article Number	Details of Article
109	Managing Director shall, while he continues to hold that office, be Subject to retirement by rotation and he shall be subject to the same provisions as to resignation and removal as the other Directors, and he shall, <i>ipso facto</i> and immediately, ceases to be Managing Director if he ceases to hold the office of Director for any cause.
89(4)	Director(s) appointed under Article 87 of the Article of Association of the Company shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

Registered Office
606, 6th Floor, Vikrant Tower,
4, Rajendra Place,
New Delhi - 110008

Place: New Delhi
Date: August 20, 2014

By the order of the Board
For Atlantic Commercial Company Ltd.



Narendra Kishore Gaur
Director

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto.

2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies etc. must be supported by an appropriate resolution / authority, as applicable.

3. The Register of Members and Share Transfer Books of the Company shall remain closed from Monday, September 29, 2014 to Tuesday, September 30, 2014 (both days inclusive).

4. Shareholders, who are holding shares in identical order of name in more than one folio, are requested to write to the Company enclosing their share certificates to enable the Company to consolidate their holding in one folio.

5. Members are requested to bring their copy of Annual Report.

6. The members intending to seek any information on Annual Accounts at the meeting are requested to kindly inform the Company at least 7 days before the date of the meeting.

7. For convenience of the members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.

8. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members are requested to submit their PAN details to the Company.

9. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered

their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company can now register the same by submitting a request letter in this respect to the Company.

10. Pursuant to Section 108 of the Companies Act, 2013, read with the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide the facility to members to exercise their right to vote by electronic means. The Company has fixed August 29, 2014, as a cut-off date to record the entitlement of the shareholders to cast their vote electronically at the 29th Annual General Meeting (AGM) by electronic means under the Companies Act, 2013 and rules thereunder. Consequently the same cut-off date i.e. August 29, 2014 would record entitlement of the shareholders, who do not cast their vote electronically, to cast their vote at the 29th AGM on September 30, 2014.

11. The e-voting period will commence at 10.00 a.m. on Wednesday, September 24, 2014 and will end at 6.00 p.m. on Friday, September 26, 2014. The Company has appointed Mr. Kapoor Chand Garg, Practicing Company Secretary to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

PROCEDURE FOR E-VOTING

The Company has entered into an arrangement with Karvy Computershare Private Limited (KCPL) for facilitating e-voting for AGM. The instructions for e-voting are as under:

- I. To use the following URL for e-voting: <https://evoting.karvy.com>
- II. Enter the login credentials i.e., user id and password as provided at the bottom of the Attendance slip, as per format given below:

E-voting Details		
EVENT	User ID	Password

- III. After entering the details appropriately, click on LOGIN.
- IV. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- V. You need to login again with the new credentials.
- VI. On successful login, the system will prompt you to select the EVENT i.e. 1403.
- VII. On the voting page, the number of shares as held by the shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the Resolution then enter all shares and click "FOR" / Against as the case may be. You are not required to cast all your votes in the same manner. You may also choose the option ABSTAIN in case you wish to abstain from voting.
- VIII. Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
- IX. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.
- X. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory/(ies) who are authorized to vote, to the Scrutinizer through e-mail: kapoorgarg.cs@gmail.com
- XI. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.
- XII. The Portal will remain open for voting from: 10.00 a.m. on Wednesday, September 24, 2014 and will end at 6.00 p.m. on Friday, September 26, 2014 (both days inclusive).
- XIII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Mr. Varghese P A, Zonal Head - Corporate Registry, Karvy Computershare Pvt Ltd at 040 44655000 or at 1800 345 4001 (toll free).
- XIV. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

12. The results shall be declared on or after the AGM. The results along with the Scrutinizer's Report shall also be placed on the website of the Company.

13. In case of those Members, who do not have access to e-voting facility, they can use the assent/dissent form enclosed herewith and convey their assent/dissent to each one of the items of business to be transacted at the ensuing AGM and send the Assent/ Dissent form in the enclosed self addressed pre-paid postage envelope so as to reach Mr. Kapoor Chand Garg, Scrutinizer appointed by the Company at the registered office of the Company on or before 6.00 p.m. on September 26, 2014.

14. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts

or arrangements in which the directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.

(ANNEXURE TO NOTICE)

EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Mr. Shyam Sunder Gupta is Independent Director of the Company pursuant to Clause 49 of the Listing Agreement. Mr. Shyam Sunder Gupta had joined the Board of Directors of your Company on November 19, 2012. Thereafter, members of the Company had appointed Mr. Shyam Sunder Gupta as director, at the 28th Annual General Meeting of the Company held on 21st August 2013, whose period of office was liable to determination by retirement of directors by rotation, as per the applicable provisions of the Companies Act, 1956.

The provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into force with effect from 1st April, 2014. Accordingly, in terms of provisions of Sections 149, 150, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, it is proposed to appoint Mr. Shyam Sunder Gupta as Independent Director of the Company, pursuant to the requirement of said provision of the Companies Act, 2013, for a term up to 5 (five) consecutive years commencing from September 30, 2014.

Mr. Shyam Sunder Gupta has given declaration to the Board of Directors to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. Shyam Sunder Gupta fulfill the conditions specified in Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2013 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force) and he is independent from the management.

The Company has received notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Shyam Sunder Gupta for the office of Independent Director of the Company.

Brief resume of proposed Independent Director, nature of his expertise in specific functional areas and names of companies in which he hold directorships and memberships / chairmanships of Board Committees, his shareholding in the Company, relationships amongst directors inter-se as stipulated under Clause 49 of

the listing agreement with the Stock Exchange, is provided in the Corporate Governance Report forming part of the Annual Report.

A copy of the draft Letter of Appointment of Mr. Shyam Sunder Gupta as Independent Director, setting out terms and conditions of his appointment, is available for inspection at the Registered Office of the Company during business hours on any working day.

Other than Mr. Shyam Sunder Gupta and his relatives, none of the directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the proposed Ordinary Resolution as set out in item no. 4 of this Notice. This explanatory statement may also be regarded as disclosure under clause 49 of the listing agreement.

The Board considers that his continued association would be of immense benefit to the Company and it is necessary to continue to avail services of Mr. Shyam Sunder Gupta as Independent Director. Accordingly, the Board recommends the Ordinary Resolution as set out at item no. 4 of this Notice for approval of the members of the Company.

Item No. 5

In terms of provisions of Section 149(1) of the Companies Act, 2013, the Company should have at least one woman director. Accordingly, in order to comply with aforesaid legal provisions, the Board of Directors of the Company have appointed Mrs. Priya Dhingra as an Additional Director of the Company with effect from August 20, 2014, in accordance with the provisions of Sections 149(1) and 161(1) of the Companies Act, 2013 and Article 80 of the Articles of Association of the Company. Further, in terms of Section 161(1), she would hold office as such up to the date of this Annual General Meeting of the Company.

Further, in order to have requisite number of Independent Directors as required by section 149 of the Companies Act, 2013, it is proposed to appoint Mrs. Priya Dhingra as Independent Director of the Company for a term up to 5 (five) consecutive years commencing from September 30, 2014, in accordance with Sections 149, 150, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014.

Mrs. Priya Dhingra has given a declaration to the Board of Directors to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mrs. Priya Dhingra fulfill the conditions specified in Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2013 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof

for the time being in force) and Mrs. Priya Dhingra is independent of the management.

The Company has received notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mrs. Priya Dhingra for the office of Independent Director of the Company.

Brief resume of Mrs. Priya Dhingra, nature of her expertise in specific functional areas and names of companies in which she holds directorships and memberships / chairmanships of Board Committees, her shareholding in the Company, relationships amongst directors inter-se as stipulated under Clause 49 of the listing agreement with the stock exchange, is provided in the Corporate Governance Report forming part of the Annual Report.

A copy of the draft Letter of Appointment of Mrs. Priya Dhingra as Independent Director, setting out terms and conditions of her appointment, is available for inspection at the Registered Office of the Company during business hours on any working day.

Other than Mrs. Priya Dhingra and her relatives, none of the directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the proposed Ordinary Resolution as set out in Item No. 5 of this Notice. This explanatory statement may also be regarded as disclosure under Clause 49 of the listing agreement.

Keeping in view her expertise and knowledge, it will be in the interest of the Company that Mrs. Priya Dhingra is appointed as an Independent Director of the Company. Accordingly, the Board recommends the Ordinary Resolution as set out at Item No. 5 of this Notice for approval of the members of the Company.

Item No. 6

i - Addition of new Article 63A

Under the first proviso to Section 203(1) of the Companies Act, 2013, it is stated that "an individual shall not be appointed or re-appointed as the Chairperson of the Company, in pursuance of the articles of the Company, as well as the Managing Director or Chief Executive Officer of the Company at the same time after the date of commencement of this Act unless,-

- (a) the articles of such company provide otherwise; or
- (b) the company does not carry multiple business."

Accordingly a provision is sought to be introduced in the Articles of Association of the Company to permit the Company to appoint the same individual as

Chairperson as well as Managing Director or Chief Executive Officer of the Company.

New Article No. 63A as contained under resolution No. 6 contains the proposed amendment which give necessary right to the Board to appoint the same person as Chairman as well as Managing Director or Chief Executive Officer of the Company.

ii - Substitution of Existing Article 109 and Article 89(4)

Section 152(6) of the Companies Act, 2013 provides that unless the articles provide for the retirement of all directors at every annual general meeting, not less than two-thirds of the total number of directors of a public company be persons whose period of office is liable to determination by retirement of directors by rotation. Explanation to section 152(6) provides that "total number of directors" shall not include independent directors.

Further, existing Article 109 and Article 89(4) of the Articles of Association of the Company contain provisions relating to non retirement of Managing Director of Company.

However, with a view to make Managing Director of the Company liable to retire by rotation, necessary provisions are sought to introduce in the Articles of Association of the Company by substituting existing Article 109 and Article 89(4) of the Articles of Association of the Company with new Article 109 and Article 89(4) as contained in Resolution no. 6 of this notice.

Pursuant to provisions of Section 14 of the Companies Act, 2013, any amendment(s) to the provisions of Articles of Association of the Company requires the approval of the members by way of Special Resolution.

None of the directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 6 of this Notice.

The Board recommends the special resolution as set out in Item No. 6 of this Notice for approval of the members of the Company.

Registered Office
606, 6th Floor, Vikrant Tower,
4, Rajendra Place,
New Delhi - 110008

Place: New Delhi
Date: August 20, 2014

By the order of the Board
For Atlantic Commercial Company Ltd.



Narendra Kishore Gaur
Director

DIRECTORS' REPORT

Your Directors have pleasure in presenting this 29th Annual Report together with the Audited Financial Statements of your Company for the year ended March 31, 2014.

FINANCIAL HIGHLIGHTS

The Net Profit of the Company for the current financial year is Rs. 1,62,848/- (Rs. One Lakh Sixty Two Thousand Eight Hundred and Fourty Eight only) after providing income tax of Rs. 86,390/- (Rs. Eighty Six Thousand Three Hundred and Ninety only).

DIVIDEND

The Board of Directors did not propose any dividend for the year under report.

FIXED DEPOSIT

The company has not accepted any deposit from the public within the meaning of section 58A of the Companies Act, 1956.

DIRECTORS

Mr. Ashok Kumar Aggarwal retires by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment as director of the Company. His re-appointment is placed before the shareholders of the Company at the ensuing Annual General Meeting.

Further, in terms of Sections 149(1) & 161 of the Companies Act, 2013, Mrs. Priya Dhingra has been appointed as an additional director of the Company by the Board in its meeting held on August 20, 2014, and holds office up to date of ensuing Annual General Meeting. A resolution is proposed for her appointment as Independent Director of the Company at the ensuing Annual General Meeting for a term upto five consecutive years commencing from September 30, 2014.

Pursuant to Section 149 of the Companies Act, 2013, your directors are seeking appointment of Mr. Shyam Sunder Gupta as Independent Director of the Company for a term of 5 years.

AUDITORS' OBSERVATIONS

The observations of the auditors are self-explanatory and/or suitably explained in various notes to the Accounts.

PARTICULARS OF EMPLOYEES

There is no employee in the Company in respect of which the information required under section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, is to be given.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The provisions of energy conservation and technology absorption are not applicable to the Company. The Company has no foreign exchange earnings or outgo during the financial year under review.

AUDIT COMMITTEE

The Board of Directors of your Company has reconstituted its 'Audit Committee' to make it in line with the requirements of Section 177 of the Companies Act, 2013 and clause 49 of the listing agreement. The Audit Committee of the Company consists of Mr. Shyam Sunder Gupta, Chairman, Mr. Ashok Kumar Aggarwal and Mrs. Priya Dhingra, as member of the Committee.

NOMINATION AND REMUNERATION COMMITTEE

In terms of requirements of Section 178 and clause 49 of the listing agreement, the Board of Directors of your Company has constituted a 'Nomination and Remuneration Committee' comprising of Mr. Shyam Sunder Gupta, Chairman, Mr. Ashok Kumar Aggarwal and Mrs. Priya Dhingra, as member of the Committee.

This Committee is entrusted with the power and responsibility by the Board of identifying and recommending to the Board appointment & removal of Directors, Key Managerial Personnel and Senior Management Personnel of the Company and to formulate and monitor their Remuneration Policy.

Company Secretary of the Company acts as Secretary to all these Committees.

AUDITORS

The Auditors of the Company, M/s Grewal & Singh, Chartered Accountants, retire at the conclusion of the ensuing 29th Annual General Meeting and have confirmed their eligibility & willingness to accept office, if re-appointed. Your Board recommends their re-appointment as statutory Auditors of the Company

from the conclusion of 29th Annual General Meeting to the conclusion of the 30th Annual General Meeting of the Company.

CORPORATE GOVERNANCE

Pursuant to Clause 49 of the listing agreement with stock exchange, Corporate Governance Report, Management Discussion & Analysis and Certificate from Ms. Pragnya Parimita Pradhan, Practicing Company Secretary regarding compliance of Corporate Governance are made part of the Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT UNDER SECTION 217

As required under Section 217(2AA) of the Companies Act, 1956, your Directors state that:

- i) While preparing Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent which gives a true and fair view of affairs of the Company and of the profit or loss of the Company;
- iii) The Directors have taken proper and sufficient care for the maintenance of adequate Accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv) The Directors have prepared accounts on a going concern basis.

ACKNOWLEDGEMENT

The Directors wish to acknowledge and thank the Statutory Authorities and all regulatory bodies for their continued support and guidance. The Directors thank the shareholders, business associates and Banks for the faith reposed in the Company and its management.

For and on behalf of the Board
For Atlantic Commercial Company Limited



Ashok Kumar Aggarwal
(Director)



Narendra Kishore Gaur
(Director)

Place: New Delhi
Date: 20.08.2014

CORPORATE GOVERNANCE REPORT

Your Company has been adopting the principles of good Corporate Governance and best practices which comprises all activities that result in the control of the Company in a regulated manner, aiming to achieve transparent, accountable and fair management.

The details of the Corporate Governance compliance by the Company as per Clause 49 of the Listing Agreement with Stock Exchange are as under:

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance is about commitment to values and ethical business conduct by the Company. This includes its corporate and other structures, its culture, policies and the manner in which it deals with various stakeholders. The Company firmly believes that only good corporate governance will generate value on a sustained basis to all its stakeholders. Corporate Governance primarily concerns transparency, full disclosure of material facts, independence of the Board and fair play with all stakeholders. The Company will endeavor to constantly comply with and to continuously improve on these aspects with an overall view to earn the trust and respect of the Members, lenders and other stakeholders.

BOARD OF DIRECTORS

(A) Composition of the Board:

As on March 31, 2014, the Board comprised of three (3) directors, namely, Mr. Ashok Kumar Aggarwal, Mr. Narendra Kishore Gaur and Mr. Shyam Sunder Gupta.

As on March 31, 2014, all the directors are Non-Executive and Independent directors. The composition of the Board is in conformity with the listing agreements. All the directors bring with them rich and varied experience in different facets of the corporate functioning. They play an active role in the meetings of the Board. None of the directors have any pecuniary relationship with the Company.

S. No	Name	Category of Director	DIN	Appointed as director on	Ceased to be director on
1.	Mr. Ashok Kumar Aggarwal	I-NED	02080657	06/09/2012	-
2.	Mr. Narendra Kishore Gaur	I-NED	00168265	02/02/2012	-
3.	Mr. Shyam Sunder Gupta	I-NED	06428473	19/11/2012	-

I-NED - Independent-Non-Executive-Director

No director of the Company is inter-se related to any other director on the Board.

(B) Tenure:

In accordance with provisions of Section 152 of the Companies Act, 2013, Mr. Ashok Kumar Aggarwal, who has been longest in office, is liable to retire by rotation at the 29th Annual General Meeting scheduled to be held on September 30, 2014 and being eligible, offers himself for re-appointment.

Further, in terms of Section 161 of the Companies Act, 2013, Mrs. Priya Dhingra has been appointed as an additional director of the Company by the Board in its meeting held on August 20, 2014, and as such she holds office up to date of ensuing Annual General Meeting. A resolution is proposed for her appointment as an Independent Director of the Company at the ensuing Annual General Meeting for a term upto five consecutive years commencing from September 30, 2014.

(C) Board Meeting:

During the year April 01, 2013 to March 31, 2014, five (5) Board Meetings were held on 28th May, 2013, 2nd August, 2013, 29th October, 2013, 29th January, 2014 and 20th February 2014.

The attendance of each director at these meetings and at the last Annual General Meeting was as follows:

S. No	Name	No. of meeting held during 2013-14	No. of Meeting attended	Last AGM (on 21.08.2013) attended
1.	Mr. Ashok Kumar Aggarwal	5	5	Yes
2.	Mr. Narendra Kishore Gaur	5	5	Yes
3.	Mr. Shyam Sunder Gupta	5	5	Yes

(D) CODE OF CONDUCT

The Board of Directors has laid down a code of Conduct for all Board members and senior management of the Company which is widely circulated amongst Members of the Board and Senior Management Personnel. The members of the Board and Senior Management Personnel have affirmed compliance to the said Code of Conduct.

(E) Number of Directorships / Chairmanships held in other Companies as on March 31, 2014:

S. No.	Director	No. of Other Directorships	No. of Other Committee memberships #	
			Member	Chairman
1.	Mr. Ashok Kumar Aggarwal	5	1	NIL
2.	Mr. Narendra Kishore Gaur	14	1	NIL
3.	Mr. Shyam Sunder Gupta	NIL	NIL	NIL

includes Audit Committee and Investors' Grievance committee.

(F) AUDIT COMMITTEE

A. Brief description and terms of reference

As on March 31, 2014, the Audit Committee of the Board comprised of Mr. Narendra Kishore Gaur, Chairman, Mr. Ashok Kumar Aggarwal and Mr. Shyam Sunder Gupta, as members of committee. All the members of Audit Committee are Independent Directors.

The terms of reference of Audit Committee, as on March 31, 2014, include, *inter-alia*, systematic review of Accounting policies & practices, financial reporting process, adequacy of internal control systems and internal audit function, quarterly/half-yearly financial statements and risk management policies. It also recommends appointment of Statutory Auditors and fixation of their audit fees. Mr. Ashok Kumar Aggarwal and Mrs. Priya Dhingra have finance and accounting knowledge. Mr. Shyam Sunder Gupta have expertise in accounting or related financial management.

During the year April 01, 2013 to March 31, 2014, five (5) meetings of the Audit Committee were held on 28th May, 2013, 2nd August, 2013, 29th

October, 2013, 29th January, 2014 and 20th February 2014. The attendance of each director at these meetings was as follows:

S. No	Name	Designation	No. of meeting held during 2013-14	No. of Meeting attended
1.	Mr. Narendra Kishore Gaur	Chairman	5	5
2.	Mr. Ashok Kumar Aggarwal	Member	5	5
3.	Mr. Shyam Sunder Gupta	Member	5	5

The composition and terms of reference of the Audit Committee are in conformity with the Listing Agreement and the Companies Act, 1956. The minutes of the meetings of the Audit Committee are placed before the Board for its information.

(G) REMUNERATION TO DIRECTORS

During the financial year 2013-14, the company was not required to constitute Remuneration Committee, in terms of the provisions of the Companies Act, 1956 and listing agreement. The Company has not paid any remuneration to its directors during the financial year 2013-14.

(H) INVESTORS' GRIEVANCE COMMITTEE

The Board has delegated the authority to approve transfer of Shares to the Company Secretary of the Company and Investors' Grievance Committee.

As on March 31, 2014, this Committee is comprised of Mr. Narendra Kishore Gaur, Chairman, Mr. Ashok Kumar Aggarwal, as members of committee. The attendance of directors in the said committee meeting was as follows:

S. No	Name	Designation	No. of meeting held during 2013-14	No. of Meeting attended
1.	Mr. Narendra Kishore Gaur	Chairman	5	5
2.	Mr. Ashok Kumar Aggarwal	Member	5	5

The status of complaints received, disposed off & pending during the year ended March 31, 2014 is as under:

No. of Complaints Received	No. of Complaints not solved to the satisfaction of shareholders' / Investors'	No. of pending Complaints
NIL	NIL	NIL

The minutes of Investors' Grievance Committee are placed before the Board for its information.

(I) Compliance Officer

The Company Secretary of the Company acts as Compliance Officer of the Company.

(J) Disclosures

1. Related party transactions as per AS-18 have been dealt with in note 15 to the Financial Statements annexed.
2. The Company has not been imposed with any penalty by the Stock Exchanges, SEBI or any other statutory authority on any matter relating to Capital Markets during the last three years.
3. The Secretarial Department is responsible for compliances in respect of Company Law, SEBI, Stock Exchange rules and regulations and other related laws.
4. As a matter of transparency and good governance, key operational & financial data is furnished to the directors in every meeting of the Board. Management Discussion and Analysis report forming part of the Annual Report is enclosed.

5. Disclosure regarding appointment or re-appointment of directors

Pursuant to the requirements of the listing agreements with the stock exchanges, on Corporate Governance, the information required to be given, in case of the appointment of a new director or re-appointment of a director, is given in Annexure to this report.

6. Risk Management

The Company has laid down procedures to inform the Board members about the Risk Assessment and Risk Minimization. These procedures are being revised from time to time to ensure appropriate Risk Management and control.

(K) CEO/CFO Certification

The certificate in compliance with Clause 49 V of the Listing Agreement was placed before the Board of Directors in its meeting.

(L) Means of communication

The quarterly / half yearly / annual financial results are announced within the stipulated period and are generally published in Financial Express (English) and Jansatta (Hindi) newspapers and are also forwarded to the Stock Exchanges as per Listing Agreement.

No presentation of financial results has been made to Financial Institutions/analysts during the year ended March 31, 2014.

GENERAL SHAREHOLDER INFORMATION

- a. AGM: Date, Time & Venue: 29th Annual General Meeting,
30th September 2014 at 11.00 A.M. at
606, 6th floor, Vikrant Tower, 4,
Rajendra Place, New Delhi-110008
- b. Date of book closure : 29th September 2014 to 30th September 2014
(both days inclusive)
- c. Period : April 01 to March 31
- d. Financial Calendar
- Financial reporting for the
Quarter ending June, 14 : End of July/before mid Aug, 14
- Financial reporting for the
Quarter ending September, 14 : End of Oct/before mid Nov, 14
- Financial reporting for the
Quarter ending December, 14 : End of Jan/before mid Feb, 15
- Financial reporting for the
Quarter ending March, 15 : End of May, 2015
- e. Dividend Payment Date : No Dividend is proposed by the
Board of Directors for the financial year
2013-14

- f. Registered Office : 606, 6th Floor, Vikrant Tower,
4, Rajendra Place, New Delhi - 110008
- g. Share Transfer Agents for Physical Shares : Shares being
transferred in house
- h. Share Transfer System:

The shares transfers which are received in physical form are processed and the share certificates are returned within 15 days from the date of receipt, subject to the documents being valid and complete in all respects. A summary of transfer / transmission of shares of the Company so approved are placed at Investors' Grievance Committee Meeting. The Company obtains from a Company Secretary in practice half - yearly certificate of compliance with the share transfer formalities as required under Clause 47(c) of the Listing Agreement with Stock Exchange and files a copy of the certificate with the Stock Exchange.

- i. Listing in Stock Exchanges : Delhi Stock Exchange Limited
- The Company has paid listing fee for the financial Year 2014-15 to Delhi Stock Exchange Limited
- j. Securities Code : Securities code for Company's equity shares on Delhi Stock Exchange is 4902.
- k. Dematerialisation of Shares and Liquidity: The shares of the Company are in physical mode.
- l. Details of last three AGMs

Year	Place	Date	Time
2012-2013	606, 6 th Floor, Vikrant Tower, 4 Rajendra Place, New Delhi-08	21-08-2013	11.00 A.M.
2011-2012	606, 6 th Floor, Vikrant Tower, 4 Rajendra Place, New Delhi-08	05-09-2012	11.00 A.M.
2010-2011	606, 6 th Floor, Vikrant Tower, 4 Rajendra Place, New Delhi-08	06-09-2011	11.00 A.M.

- m. Postal Ballot : During the Financial year 2013-14, no Resolution was passed through postal ballot.

- n. Distribution of Shareholding as on March 31, 2014:

Category	No. of Shares Held	% age of Holding
1. Indian Promoters	5,09,600	69.33%
2. Mutual Funds and UTI	NIL	NIL
3. Banks, Financial Institution, Insurance Companies	NIL	NIL
4. FIIs	NIL	NIL
5. Indian Public	2,25,400	30.67%
6. NRIs/OCBs	NIL	NIL
Total	7,35,000	100.00%

No. of equity shares held	No. of Shareholders	No. of shares	% of shareholding
Up to 5000	61	51039	6.94
5001 to 10000	21	187229	25.47
10001 to 50000	NIL	NIL	NIL
50001 to 100000	4	235132	32.00
100001 to Above	2	261600	35.59
GRAND TOTAL	88	735000	100.00

- o. Deposits : The Company has not raised any deposits from the public during the financial year 2013-14.
- p. Outstanding ADR/GDR/warrants or any convertible instruments, conversion date and likely impact on equity : NIL

- q. Investors Correspondence : The shareholders may address their communication to the Company Secretary, 606, 6th Floor, Vikrant Tower, 4, Rajendra Place, New Delhi - 110008
- r. Market price data: High, Low, during each month in the last financial Year : Company's shares have not been traded during the financial year 2013-14
- s. Performance in comparison to broad-based indices such as BSE Sensex, CRISIL index etc. : N. A.

NON-MANDATORY REQUIREMENTS

The Company has not adopted the non-mandatory requirements as specified in Annexure ID of the Listing Agreement.

By order of the Board
For Atlantic Commercial Company Limited

Place: New Delhi
Date: 20.08.2014


Ashok Kumar Aggarwal
DIRECTOR


Narendra Kishore Gaur
DIRECTOR

ANNEXURE

PURSUANT TO THE REQUIREMENTS OF THE CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGE, ON CORPORATE GOVERNANCE, THE INFORMATION REQUIRED TO BE GIVEN, IN CASE OF THE APPOINTMENT OF A NEW DIRECTOR OR RE-APPOINTMENT OF A DIRECTOR, IS GIVEN AS FOLLOWS:

Name of the Director	Mr. Shyam Sunder Gupta	Mr. Ashok Kumar Aggarwal	Mrs. Priya Dhingra
Date of Birth	10.04.1953	24.09.1956	14.03.1974
Date of Appointment	19.11.2012	06.09.2012	20.08.2014
Qualification	B.COM	B.SC, LLB & LLM	B.COM and MBA
Nature of Expertise in Specific functional area	Accounts and Finance	Corporate and other Laws	Administration and General Management
Profile of the Director	Mr. Shyam Sunder Gupta has more than 30 years of experience in fields of Accounts and Finance.	Mr. Ashok Kumar Aggarwal has 30 years of experience in legal field.	Mrs. Priya Dhingra has around 18 years of experience in Administration and General Management.
Name of the other Companies in which he holds Directorship	NIL	1. Unison International IT Services Ltd. 2. Shreshtha Real Estates Pvt. Ltd. 3. Juhi Developers Pvt. Ltd. 4. Teak Farms Pvt. Ltd. 5. Betterways Finance and Leasing Pvt. Ltd.	NIL
Name of the Committees* of other Companies of which he holds Memberships / Chairmanships	NIL	Unison International IT Services Ltd. Audit Committee - Member	NIL
Number of Equity Shares held in the Company	9800	10,000	NIL
Relationship between directors inter-se	NIL	NIL	NIL

* For this purpose, Membership(s) / Chairmanship(s) of Audit Committee and Shareholder Investor Grievance Committee of all Public Limited Companies have been considered.

CHIEF EXECUTIVE OFFICER DECLARATION

I, Shiv Charan Verma, Chief Executive Officer of Atlantic Commercial Company Limited, certify based on annual disclosure received, that all Board members and senior management personnel have abided by the code of conduct laid down by the Company.

Date: 20-08-2014
Place: New Delhi


Shiv Charan Verma
(Chief Executive Officer)



PRAGNYA PRADHAN & ASSOCIATES

PRACTICING COMPANY SECRETARIES

Deliver the best at the earliest

To
The Members Of
M/S ATLANTIC COMMERCIAL COMPANY LIMITED

We have examined the compliance of conditions of Corporate Governance by M/S ATLANTIC COMMERCIAL COMPANY LIMITED for the year ended 31st March 2014, as stipulated in clause 49 of the listing agreement of the said company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For PRAGNYA PRADHAN & ASSOCIATES

Company Secretaries

Date: 20-08-2014

Place: New Delhi

Pragnya Pradhana Pradhan)
Proprietor
C.P.No:-12030

| WZ-189, 2nd Floor, Hari Bhawan, Khampur, Opp. West Patel Nagar, New Delhi-110008 |
| ☎Tel: +91 (011) 25701579 | ☎Mobile: +91 9953457413 | ☎Fax: +91 (011) 25701579 |
| ✉Email id: pragnyap.pradhan@gmail.com |

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

ECONOMIC & INDUSTRY SCENERIO AND OUTLOOK

In the last couple of years, the Indian economy witnessed a slowdown across various sectors, resulting in the GDP growth slipping to 4.7% in 2013-14.

The year 2013-14 proven to be a challenge for the real estate sector mainly due to poor macroeconomic conditions slowing income growth, continuing high borrowing cost both for industry and the consumer and the sky rocketing inflation.

The new government has provided signals of moving along development agenda that will push for reform that were so far left on the back burner and are much needed to revitalize the economy.

Going forward, we believe that the Indian real estate sector would benefits from the formation of a stable government, positive market sentiment and growth prospects for all business.

RISKS & CONCERNS

The real estate market is inherently a cyclical market and is affected by macro-economic conditions, changes in applicable governmental schemes, changes in supply and demand for projects, availability of consumer financing and illiquidity.

Further, the real estate sector in India is heavily regulated by the central, state and local governments. Real estate developers are required to comply with a number of laws and regulations, including policies and procedures established and implemented by local authorities.

OPPORTUNITIES

- Government's thrust on real estate and infrastructure projects
- Long-term growth in India will result in demand for all segments of real estate.
- Promotion of tourism, which drives growth in the industry

THREATS

- Real estate sector has not yet been given 'Industry status', despite its size and backward linkages
- Rising input costs impacts final prices and could subdue demand
- Changes in lending policies by the banking sector could increase the cost of borrowing

SEGMENT AND PRODUCTWISE PERFORMANCE

Company's main business is real estates and all other activities of the Company revolve around the main business. As such there is no separate reportable segment.

FINANCIAL HIGHLIGHTS

The Income from real estate operations for the Financial Year ended March 31, 2014 is Rs. 4,00,000/- (Rupees Four Lakh only) as compared to Rs. 5,00,000/- (Rupees Five Lakh only) last year.

The Net Profit of the Company for the current financial year is Rs. 1,62,848/- (Rs. One Lakh Sixty Two Thousand Eight Hundred and Fourty Eight only) after providing income tax of Rs. 86,390/- (Rs. Eighty Six Thousand Three Hundred and Ninety only).

INTERNAL CONTROL SYSTEMS

The Company has proper and adequate Internal Control system to ensure that its assets are safeguarded and that the transactions are properly authorised, reported and recorded.

Cautionary Statement


Statements made in the Management Discussion and Analysis Report may be forward looking statements within the meaning of applicable laws and regulations, based on beliefs of the management of your Company. Such statements reflect the Company's current views with respect to the future events and are subject to risks and uncertainties.

Many factors could cause the actual result to be materially different from those projected in this report. The Company does not undertake any obligation to publicly update any forward looking statements, whether as a result of new information, future events or otherwise.

**By order of the Board
For Atlantic Commercial Company Limited**

**Place: New Delhi
Date: 20.08.2014**


**Ashok Kumar Aggarwal
DIRECTOR**


**Narendra Kishore Gaur
DIRECTOR**



GREWAL & SINGH

Chartered Accountants

A-17, L.G.F., Lajpat Nagar-III, New Delhi - 110 024
Tel. : 011-29842641, 29833394, 29839823
Fax : 011-29849331
E-mail : mail@cagrewalsingh.com

Independent Auditor's Report For the year ended 31st March 2014

To the Members of ATLANTIC COMMERCIAL COMPANY LIMITED

1. Report on the Financial Statements

We have audited the accompanying financial statements of **ATLANTIC COMMERCIAL COMPANY LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

2. Management Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position and financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

3. Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

4. Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- i) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014,
- ii) in the case of the Profit & Loss account, of the profit of the Company for the year ended on that date; and
- iii) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.



5. Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of Companies Act, 1956;
 - e. On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of the Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - f. Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.



PLACE: NEW DELHI
DATED: MAY 29, 2014

For GREWAL & SINGH
Chartered Accountants
Firm No. 012322N


ANITA GOYAL
PARTNER
M.NO. 520677

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 5(1) of our report of even date on the accounts for the year ended March 31, 2014 of **ATLANTIC COMMERCIAL COMPANY LIMITED**)

1. The Company does not own any fixed assets. Hence no comment is made on the maintenance of records, procedure of physical verification and disposal of fixed assets.
2. The Company does not own any inventory. Hence no comment is made on the maintenance of records and physical verification thereof.
3. The company has neither granted nor taken any loans, secured or unsecured to/from the parties covered in the register maintained under section 301 of the Companies Act, 1956. Therefore the provisions of the clause 4(iii) (a) to (g) of the Order are not applicable to the Company.
4. In our opinion and according to the information and explanations given to us, the company has adequate internal control procedure commensurate with the size of the company and the nature of its business with respect to purchase of rights in properties. During the course of our audit we have not observed any weakness in such internal control system.
5. In our opinion and according to the information and explanations given to us there are no contracts or arrangements that need to be entered into the register maintained under section 301 of the Companies Act, 1956.
6. In our opinion and according to the information and explanations given to us, the company has not accepted any deposit from the public under the provisions of section 58A, 58AA and any other relevant provisions of the Companies Act, 1956 and rules framed there under.
7. In our opinion the company has an internal audit system commensurate with the nature and size of its business.
8. As explained to us, there are no cost records prescribed by the Central Government under section 209(1)(d) of Companies Act, 1956. Therefore the clause 4(viii) of the Order is not applicable to the Company
9.
 - a. As informed to us, the provisions of Provident Fund, Employee's State Insurance Act, Sales Tax, Wealth Tax, Custom Duty, Excise Duty and Cess are not applicable to the Company. However, the company is regular in depositing undisputed applicable statutory dues including income tax etc.
 - b. As informed and explained to us and as per the records of the company, no undisputed amount in respect of applicable statutory dues including Income Tax is outstanding for the period of more than six months from the date they became payable.
10. The company has no accumulated losses and has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
11. Based on the information and explanation given to us and on examination of the financial statements, we are of the opinion, that the company has not taken any loans from the financial institution/banks/debenture holders.
12. The Company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The company is not a chit fund, nidhi/mutual Benefit fund/society. Therefore the clause 4(xiii) of the Order is not applicable to the Company.
14. The company has maintained proper records with respects to transactions in shares, securities, debentures and other investments and has made timely entries thereof. The shares, securities, debentures and other investments held by the company are in its own name except to the extent of exemption, if any, granted u/s 49 of the companies Act, 1956.
15. According to the information and explanation given to us, the company has not given any guarantee for the loans taken by others from banks and financial institutions.



ATLANTIC COMMERCIAL COMPANY LIMITED
INDEPENDENT AUDITORS REPORT
ANNUAL ACCOUNTS: 2013-2014

16. The company has not taken any term loans during the year.
17. According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that the company has not raised any funds on short term basis during the year.
18. The company has not made any preferential allotment of shares during the year.
19. The company has not issued any debentures during the year.
20. The company has not raised any money by way of Public Issue during the year.
21. Based upon the audit procedures applied by us and according to the information's and explanations given to us, we report that no fraud by or on the company has been noticed or reported during the course of our audit.



PLACE: NEW DELHI
DATED: MAY 29, 2014

For GREWAL & SINGH
Chartered Accountants
FIRM No. 012322N

ANITA GOYAL
PARTNER
M. No. 520677

ATLANTIC COMMERCIAL COMPANY LIMITED
BALANCE SHEET AS AT MARCH 31, 2014

(Amount In Rs.)

Particulars	Note No.	As at March 31, 2014	As at March 31, 2013
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2	73,50,000	73,50,000
Reserves and surplus	3	41,77,365	40,14,517
		<u>1,15,27,365</u>	<u>1,13,64,517</u>
Current liabilities			
Other current liabilities	4	14,045	16,405
Total equity and liabilities		<u>1,15,41,410</u>	<u>1,13,80,922</u>
ASSETS			
Non-current assets			
Non-current investments	5	47,50,000	47,50,000
Long Term Loans and advances	6	17,500	14,500
		<u>47,67,500</u>	<u>47,64,500</u>
Current assets			
Cash and bank balance	7	3,50,161	1,92,717
Short-term loans and advances	8	64,23,705	64,23,705
Other current assets	9	44	-
		<u>67,73,910</u>	<u>66,16,422</u>
Total assets		<u>1,15,41,410</u>	<u>1,13,80,922</u>
Significant accounting policies	1		

The accompanying notes are an integral part of the financial statements

In terms of our separate report of even date
for GREWAL & SINGH
CHARTERED ACCOUNTANTS
FIRM No. 012322N



ANITA GOYAL
PARTNER
M. No. 520677



PLACE: NEW DELHI
DATED: MAY 29, 2014

for and on behalf of Board of Directors


NARENDRA KISHORE GAUR
DIRECTOR
DIN NO. 00168265


ASHOK KUMAR AGGARWAL
DIRECTOR
DIN NO. 02080657


MRS. OLIVE PAMELA KUMAR
COMPANY SECRETARY

ATLANTIC COMMERCIAL COMPANY LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2014

(Amount in Rs.)

Particulars	Note no.	For the year ended March 31, 2014	For the year ended March 31, 2013
Revenue from operations	10	4,00,000	5,00,000
Other income	11	2,535	8,994
Total revenue		4,02,535	5,08,994
Expenses:			
Employee benefit expense	12	72,000	72,000
Other expenses	13	81,297	88,086
Total expenses		1,53,297	1,60,086
Profit before tax		2,49,238	3,48,908
Tax expenses:			
Current tax		85,000	1,15,000
Income tax adjustment for earlier years		1,390	25,383
Profit for the year		1,62,848	2,08,525
Earnings per equity share:			
Basic / Diluted (Rs.)		0.22	0.28
Significant accounting policies	1		

The accompanying notes are an integral part of the financial statements

In terms of our separate report of even date
for GREWAL & SINGH
CHARTERED ACCOUNTANTS
FIRM No. 012322N


ANITA GOYAL
PARTNER
M. No. 520677



PLACE: NEW DELHI
DATED: MAY 29, 2014

for and on behalf of Board of Directors


NARENDRA KISHORE GAUR
DIRECTOR
DIN NO. 00168265


ASHOK KUMAR AGGARWAL
DIRECTOR
DIN NO. 02080657


MRS. OLIVE PAMELA KUMAR
COMPANY SECRETARY

ATLANTIC COMMERCIAL COMPANY LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2014

(Amount in Rs.)

PARTICULARS		AS AT MARCH 31, 2014	AS AT MARCH 31, 2013
Cash flow from operation activities			
Net profit before tax		2,49,238	3,48,908
Adjustments for :-			
Interest received on fixed deposit		(2,535)	(8,994)
Operating profit before working capital changes		2,46,703	3,39,914
Adjustments for changes in: -			
Increase / (decrease) in other current liabilities		(2,360)	2,921
Decrease / (increase) in other current assets		(44)	5,359
Cash generated from operations		2,44,299	3,48,194
Net income tax (paid)		(89,390)	(3,43,950)
Net cash generated from operating activities	A	1,54,909	4,244
Cash flow from investing activities			
Interest received on fixed deposits		2,535	8,994
Purchase of rights in residential flats		-	(5,09,634)
Net cash generated from investing activities	B	2,535	(5,00,640)
Cash flow from financing activities			
Net cash generated from financing activities	C	-	-
Net increase/(decrease) in cash and bank balance	(A+B+C)	1,57,444	(4,96,396)
Cash and bank balance at the beginning of the year		1,92,717	6,89,113
Cash and bank balance at the end of the year		3,50,161	1,92,717

Significant accounting policies and notes forming part of the financial statements

In terms of our separate report of even date
for GREWAL & SINGH
CHARTERED ACCOUNTANTS
FIRM No. 012322N



ANITA GOYAL
PARTNER
M. No. 520677



PLACE: NEW DELHI
DATED: MAY 29, 2014

For and on behalf of Board of Directors


NARENDRA KISHORE GAUR
DIRECTOR
DIN NO. 00168265


ASHOK KUMAR AGGARWAL
DIRECTOR
DIN NO. 02080657


MRS. OLIVE PAMELA KUMAR
COMPANY SECRETARY

ATLANTIC COMMERCIAL COMPANY LIMITED

Notes forming part of the financial statements for the year ended March 31, 2014.

Note No. 1- Significant accounting policies

- a The financial statements have been prepared under the historical cost convention in accordance with the applicable Accounting Standards and provisions of the Companies Act, 1956 as adopted consistently by the Company.
- b Accounting policies not specifically referred to otherwise are consistent with the general accepted accounting principles.
- c Revenue is being recognised in accordance with the Accounting Standards issued by the institute of Chartered Accountants of India in this regard.
- d All income and expenditure are accounted for under the natural heads of accounts
- e Long term investments are valued at cost unless there is a permanent diminution in the value.

(Amount in Rs.)

Note No.	Particulars	As at March 31, 2014	As at March 31, 2013
2	Share Capital		
	Authorised capital		
	30,00,000 equity shares of Rs.10/- each	3,00,00,000	3,00,00,000
	(Previous year 30,00,000 equity shares of Rs. 10/- each)	<u>3,00,00,000</u>	<u>3,00,00,000</u>
	Issued, subscribed and fully paid-up capital		
	7,35,000 equity shares of Rs.10/- each	73,50,000	73,50,000
	(Previous year 7,35,000 equity shares of Rs.10/- each)	<u>73,50,000</u>	<u>73,50,000</u>
(a)	Rights, preferences and restrictions attached to shares		
	Equity shares		
	The company has issued one class of equity shares having a par value of Rs.10/- each. Each holder of equity shares is entitled to one vote per share held.		
(b)	The shareholders holding more than 5% shares of the Company are as under:-		
	Particulars	As at March 31, 2014	As at March 31, 2013
		No. of shares (% of total)	No. of shares (% of total)
	Aggresar Leasing & Finance Pvt. Ltd.	1,30,800 (17.80%)	1,30,800 (17.80%)
	Betterways Finance & Leasing Pvt. Ltd.	1,30,800 (17.80%)	1,30,800 (17.80%)
	Xonix Enterprises Pvt. Ltd.	64,741 (8.81%)	64,741 (8.81%)
	Lotte Trading & Allied Services Pvt. Ltd.	62,748 (8.54%)	62,748 (8.54%)
	Lotus Finance & Investment Pvt. Ltd.	61,751 (8.40%)	61,751 (8.40%)
	Midopa Holdings Pvt. Ltd.	58,760 (7.99%)	58,760 (7.99%)
(c)	Reconciliation of number of shares		
	There is no change in issued, subscribed and paid up share capital during the current year and corresponding previous year.		



ATLANTIC COMMERCIAL COMPANY LIMITED

Notes forming part of the financial statements for the year ended March 31, 2014.

(Amount in Rs.)

Note No.	Particulars	As at March 31, 2014	As at March 31, 2013
3	Reserves and surplus		
	Surplus as per statement of Profit & loss		
	Opening balance	40,14,517	38,05,992
	Add: Profit for the year	1,62,848	2,08,525
		41,77,365	40,14,517
4	Other current liabilities		
	Other payables (payable to auditors)	14,045	16,405
		14,045	16,405
5	Non current investments (valued at cost)		
	In equity shares - (trade)		
	Unquoted fully paid up (Face value of Rs.10/- each)		
	4,00,000 equity shares of Purearth Infrastructure Ltd.	40,00,000	40,00,000
	(Previous year 4,00,000 equity shares of Purearth Infrastructure Ltd.)		
	75,000 equity shares of Strategic Image Management Ltd.	7,50,000	7,50,000
	(Previous year 75,000 equity shares of Strategic Image Management Ltd.)		
		47,50,000	47,50,000
6	Long Term Loans and advances		
	Unsecured, considered good		
	Security deposit with Delhi Stock Exchange	14,500	14,500
	Others - Advance Income tax [Net of provision for tax of Rs.85,000/-, (Previous year Rs.1,15,000/-)]	3,000	-
		17,500	14,500
7	Cash and bank balance		
	Cash and cash equivalents		
	Balance with banks	3,14,490	1,58,840
	Cash on hand	5,652	6,349
	Other bank balance		
	In deposit account as bank guarantee	30,019	27,528
		3,50,161	1,92,717
8	Short-term loans and advances		
	Unsecured, considered good		
	Other advances - purchase of rights in flats	64,23,649	64,23,649
	Prepaid expenses	56	56
		64,23,705	64,23,705
9	Other current assets		
	Interest receivable on fixed deposits	44	-
		44	-



ATLANTIC COMMERCIAL COMPANY LIMITED

Notes forming part of the financial statements for the year ended March 31, 2014.

(Amount in Rs.)

Note No.	Particulars	For the year ended March 31, 2014	For the year ended March 31, 2013
10	Revenue from operations		
	Income from real estate operation	4,00,000	5,00,000
		4,00,000	5,00,000
11	Other income		
	Interest received on fixed deposit	2,535	8,994
		2,535	8,994
12	Employee benefits expense		
	Salary	72,000	72,000
		72,000	72,000
13	Other expenses		
	Rates & taxes (listing fees)	5,618	5,618
	ROC filing fees	2,000	3,100
	Professional charges	13,300	14,800
	Auditors remuneration		
	- Audit fees	12,921	12,921
	- Reimbursement of expenses	1,124	1,124
	- Limited review of unaudited financial results	7,080	7,080
	Miscellaneous expenses		
	- Advertisement expenses	32,708	33,251
	- Demat charges	955	674
	- postage expenses	925	978
	- Printing & stationary expenses	2,856	1,300
	- Bank charges	1,394	4,290
	- Other miscellaneous expenses	416	2,950
		81,297	88,086



ATLANTIC COMMERCIAL COMPANY LIMITED

Notes forming part of the financial statements for the year ended March 31, 2014

14) There is no difference in the Accounting and taxable Profit due to timing differences. Therefore the deferred tax asset/liability has not been created.

15) Disclosure as per Accounting Standard (AS- 18) "Related Party Disclosures" issued by the Institute of Chartered Accountants of India: -

A) Name of Related Party and Nature of Related Party Relationship

1. Key Management Personnel (KMP)

Mr. Ashok Kumar Aggarwal, Director
Mr. Narendra Kishore Gaur, Director

Their Relatives

Mrs. Sneh Aggarwal wife of Mr. Ashok Kumar Aggarwal
Mrs. Sudha Gaur wife of Mr. Narendra Kishore Gaur

2. Individual having direct or indirect control

Dr. Vinay Bharat Ram

His Relatives

Mr. Hemant Bharat Ram, Son
Mr. Sumant Bharat Ram, Son

3. Enterprises over which Dr. Vinay Bharat Ram / his relatives has direct or indirect control

Aggresar Leasing & Finance Pvt. Ltd. (ALFPL)
Betterways Finance & Leasing Pvt. Ltd. (BFLPL)
Calipro Real Estates Pvt. Ltd. (CREPL)
DCM Data Systems Ltd. (DDSL)
DCM Engineering Ltd. (DEL)
DCM Finance and Leasing Ltd. (DFLL)
DCM Ltd. (DL)
DCM Realty Investment and Consulting Ltd. (DRICL)
DCM Textiles Ltd. (DTL)
DCM Tools and Dies Ltd. (DTDLD)
Juhi Developers Pvt. Ltd. (JDPL)
Lotte Trading & Allied Services Pvt. Ltd. (LTASPL)
Lotus Finance & Investments Pvt. Ltd. (LFIPL)
Midopa Holdings Pvt. Ltd. (MHPL)
Pentagon Holdings Pvt. Ltd. (PHPL)
Purearth Infrastructure Ltd. (PIL)
Shreshtha Real Estates Pvt. Ltd. (SREPL)
Teak Farms Pvt. Ltd. (TFPL)
Unison International IT Services Ltd. (UIISL)
Utkrist Leasing Pvt. Ltd. (ULPL)
Xonix Enterprises Pvt. Ltd. (XEPL)

B) Transactions during the year is NIL

Balances as on March 31, 2014

(Amount in Rs.)

Particulars	Enterprises over which Dr. Vinay Bharat Ram / his relatives has direct or indirect control	
	Current Year	Previous Year
Advance for purchase of rights in flats developed / to be developed by PIL	64,23,649	64,23,649



ATLANTIC COMMERCIAL COMPANY LIMITED

Notes forming part of the financial statements for the year ended March 31, 2014

- 16) The Company main business is Real Estates and all other activities of the company revolve around the main business. As such, there are no separate reportable segments, as per Accounting Standard 17 on "Segment Reporting".
- 17) Based on the information available with the company, it has no outstanding dues in respect of Micro, Small and Medium Enterprises at the year end, therefore no disclosure is required under the Micro, Small and Medium Enterprises Development Act, 2006.

18) Earnings per share

Particulars	Current Year	Previous Year
Profit after Tax	1,62,848	2,08,525
Weighted average number of equity shares outstanding	7,35,000	7,35,000
Basic and Diluted Earnings per share	0.22	0.28
(Face value – Rs.10 per share)		

- 19) Figures have been rounded off to the nearest rupee.
- 20) The previous year figures have been regrouped / reclassified wherever necessary to correspond to current year classification / disclosure.

In terms of our separate report of even date
for GREWAL & SINGH
CHARTERED ACCOUNTANTS
FIRM No. 012322N


ANITA GOYAL
PARTNER
M. No. 520677



PLACE: NEW DELHI
DATED: MAY 29, 2014

for and on behalf of the Board of Directors


NARENDRA KISHORE GAUR
DIRECTOR
DIN NO. 00168265


ASHOK KUMAR AGGARWAL
DIRECTOR
DIN NO. 02080657


MRS. OLIVE PAMELA KUMAR
COMPANY SECRETARY

PROXY FORM

[Pursuant to Section 05 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Atlantic Commercial Company Limited

Registered Office: 606, 6TH Floor, Vikrant Tower, 4, Rajendra Place, New Delhi - 110008

CIN: L51909DL1985PLC020372,

e-mail: limitedatlantic@gmail.com,

Ph: 011-41539140, **Fax:** 011-25765214

29TH ANNUAL GENERAL MEETING - SEPTEMBER 30, 2014

Name of the Member(s):

Registered address:

Email:

--

Folio No. / Client ID:

--	--	--	--	--	--	--	--

DP ID:

--	--	--	--	--	--	--	--

I/ We, being the member(s) of shares of the Atlantic Commercial Company Limited, hereby appoint;

Name : Email :

Address :

.....Signature :

or failing him/ her ;

Name : Email :

Address :

.....Signature :

or failing him/ her ;

Name : Email :

Address :

.....Signature :

as my / our proxy to attend and vote (on a poll) for me/ us and on my / our behalf at the 29th Annual General Meeting of the Company, to be held on Tuesday, September 30, 2014, at 11.00 a.m.. at 606, 6th Floor, Vikrant Tower, 4, Rajendra Place, New Delhi - 110008, and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution Number	Resolutions	Vote (Optional see Note 4)	
		For	Against
Ordinary Business			
1	Adoption of Financial Statements for the financial year ended March 31, 2014 and report of Board of Directors and Auditors thereon		

2	Appointment of a director in place of Mr. Ashok Kumar Aggarwal, who retires by rotation and being eligible, offers himself for re-appointment		
3	Appointment of M/s Grewal & Singh, Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration.		
Special Business			
4	Appointment of Mr. Shyam Sunder Gupta as an Independent Director of the Company		
5	Appointment of Mrs. Priya Dhingra as an Independent Director of the Company		
6	Amendment of Articles of Association of the Company		

Signed this day of 2014

.....
Signature of the member

.....
Signature of the first proxy holder Signature of the second proxy holder Signature of the third proxy holder

Notes:

- This form of proxy in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.**
- A Proxy need not be a member of the Company.**
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not **more** than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- It is optional to indicate your preference. please put a '√' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he / she may deem appropriate.
- Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.

ATLANTIC COMMERCIAL COMPANY LIMITED
Registered Office: 606, 6th Floor, Vikrant Tower, 4, Rajendra Place, New Delhi - 110008
CIN: L51909DL1985PLC020372, **e-mail:** limitedatlantic@gmail.com
Ph: 011-41539140, **Fax:** 011-25765214

ASSENT / DISSENT FORM FOR VOTING ON AGM RESOLUTIONS

1. Name(s) & Registered Address :
of the sole / first named
Member
2. Name(s) of the :
Joint-Holder(s),
if any
3. i) Registered Folio No. :
ii) *DP ID No. & Client ID No.
[*Applicable to Members
holding shares in
dematerialised form]
4. Number of Share(s) held :
5. I / We hereby exercise my / our vote in respect of the following resolutions to be passed for the business stated in the Notice of the Annual General Meeting dated September 30, 2014, by conveying my / our assent or dissent to the resolutions by placing tick (✓) mark in the appropriate box below:

RESOLUTIONS		No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Ordinary Business				
1.	Adoption of Financial Statements for the financial year ended March 31, 2014 and report of Board of Directors and Auditors thereon			
2.	Appointment of a director in place of Mr. Ashok Kumar Aggarwal, who retires by rotation and being eligible, offers himself for re-appointment			
3.	Appointment of M/s Grewal & Singh, Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration.			
Special Business				
4.	Appointment of Mr. Shyam Sunder Gupta as an Independent Director of the Company			
5.	Appointment of Mrs. Priya Dhingra as an Independent Director of the Company			
6.	Amendment of Articles of Association of the Company			

Place :

Date :

Signature of the Member
or
Authorised Representative

- Notes :
- (i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
 - (ii) Last date for receipt of Assent/Dissent Form by the Scrutinizer: September 26, 2014 (6.00 pm).
 - (iii) Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

General Instructions

1. As per the Companies Act, 2013, Company has to provide e-voting facility to its shareholders, however the shareholders, who do not have access to e-voting facility may convey their Assent / Dissent in Physical Assent / Dissent Form. If a shareholder has opted for e-voting, then he/she should not vote by Physical Assent / Dissent Form. However, in case Shareholders cast their vote through both physical assent/dissent form and e-voting, then vote casted through e-voting shall be considered, and vote casted through physical assent/dissent shall be treated as invalid.
2. The notice of Annual General Meeting is dispatched to the members whose names appear on the Register of Members as on August 29, 2014 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders as on the said date.

Instructions for voting physically on Assent / Dissent Form

1. A Member desiring to exercise vote by Assent / Dissent should complete this Assent / Dissent Form and send it in the enclosed self addressed pre-paid postage envelope so as to reach the Scrutinizer, Mr. Kapoor Chand Garg, Practicing Company Secretary, at the registered office of the Company on or before 6.00 p.m. on September 26, 2014. All Forms received after this date will be strictly treated as if the reply from such Member has not been received.
2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.), the completed Assent / Dissent Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
4. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.
5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. There will be one Assent / Dissent Form for every folio / Client id irrespective of the number of joint holders.
7. Members are requested not to send any other paper along with the Assent / Dissent Form. They are also requested not to write anything in the Assent / Dissent form except giving their assent or dissent and putting their signature.
8. The Scrutinizer's decision on the validity of the Assent / Dissent Form will be final and binding.
9. Incomplete, unsigned or incorrectly ticked Assent / Dissent Forms will be rejected.

SPECIMEN

ATLANTIC COMMERCIAL COMPANY LIMITED

Registered Office: 606, 6th Floor, Vikrant Tower, 4, Rajendra Place, New Delhi - 110008

CIN: L51909DL1985PLC020372, **e-mail:** limitedatlantic@gmail.com,

Ph: 011-41539140, **Fax:** 011-25765214

ATTENDANCE SLIP

29th ANNUAL GENERAL MEETING - SEPTEMBER 30, 2014

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the 29th Annual General Meeting of the Company at the 606, 6th Floor, Vikrant Tower, 4, Rajendra Place, New Delhi - 110008, on Tuesday, September 30, 2014 at 11:00 A.M.

.....
Member's Folio/DP. ID - Client ID No.

.....
Name of the member / proxy
(in BLOCK letters)

.....
Signature of the member / proxy

Note : 1. Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.

2. No bags, briefcases, drinks and eatables will be allowed to be carried inside the auditorium.

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E - VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

Note: Please read instructions given at Note Nos. 11 & 13 of the Notice of the 29th Annual General Meeting carefully before voting electronically.

SPECIMEN